

PNB MetLife India Insurance Company Limited  
Unit No. 101, 1st Floor,  
Techniplex 1, Techniplex Complex,  
Off Veer Savarkar Flyover,  
S V Road, Goregaon West,  
Mumbai - 400 062  
Phone : 022-41790000  
Website : www.pnbmetlife.com  
Email : indiaservice@pnbmetlife.co.in



June 24, 2025

To  
National Stock Exchange of India Ltd  
Plot No. C/1 'G' Block  
Bandra-Kurla Complex  
Bandra East, Mumbai 400051

Dear Sir/Madam,

**Sub: a) Intimation pursuant to Reg. 50(2) of the SEBI (LODR) Regulation 2015 – Addendum to the Notice of Twenty-Fourth (24<sup>th</sup>) Annual General meeting of the Company**

Pursuant to the provisions of Regulation 50(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, this is to inform you that in continuation of the Notice dated June 05, 2025 convening the 24<sup>th</sup> Annual General Meeting of the Company which is scheduled to be held on June 27, 2025 at 10:00 am IST through Video Conferencing, an addendum has been issued to add/modify certain business items as captured in the Notice.

Request you to kindly take the above submission on record.

Thanking you,

Yours faithfully

**For PNB MetLife India Insurance Company Limited**

YAGYA  
TURKER

Digitally signed by  
YAGYA TURKER  
Date: 2025.06.24  
15:10:06 +05'30'

**Yagya Turker**  
**Company Secretary**  
**Place: Mumbai**

**Encl.: Addendum to the AGM Notice**

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**ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING**

**PNB MetLife India Insurance Company Limited ("the Company")**

**Registered Office: Unit No. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, 26/27 M G Road,  
Bangalore -560001, Karnataka  
CIN: U66010KA2001PLC028883  
Website:- [www.pnbmetlife.com](http://www.pnbmetlife.com)**

Date: June 24, 2025

To,  
The Members of the Company  
The Board of Directors of the Company  
Statutory and Secretarial Auditors of the Company

**Subject: Addendum to the Notice of 24<sup>th</sup> Annual General Meeting scheduled to be held on June 27, 2025**

This is to inform you that in continuation of the Notice dated June 05, 2025 convening the 24<sup>th</sup> Annual General Meeting of the Company which is scheduled to be held on June 27, 2025 at 10:00 am IST through Video Conferencing, the following item(s) of business are added/modified/clarified and shall be transacted at the said meeting:

**Additional Item(s)/Modification(s):**

**Ordinary Business:**

**Item No. 2(d): Appointment of Directors Retiring by Rotation**

Pursuant to resignation of Mr. Arvind Kumar Jain from the Board of Directors of the Company with effect from the end of June 23, 2025, Item no 2(d) of the AGM Notice stands withdrawn from the Notice.

**Special Business:**

The following new agenda item no 11 shall be added to the notice:

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Registered office address: Unit Nos. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, # 26/27, M. G. Road, Bengaluru - 560 001.  
IRDAI Registration Number: 117, CI No.: U66010KA2001PLC028883, Phone: 080 - 6600 6969  
Fax : 080 - 25585815, Website: [www.pnbmetlife.com](http://www.pnbmetlife.com), Email: [indiaservice@pnbmetlife.co.in](mailto:indiaservice@pnbmetlife.co.in)

Write to us at: Office Unit No. 101, 1st Floor, Techniplex-1, Techniplex Complex, Off Veer Savarkar Flyover,  
SV Road, Goregaon (West), Mumbai - 400 062. Phone: 022 4179 0000, Fax : 022 - 41790203

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**Item No. 11: Appointment of Mr. Sudhir Dalal (DIN: 11163828) as a Non-Executive Nominee Director representing Punjab National Bank**

**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant IRDAI Regulations and in terms of provisions of the Articles of Association of the Company, Mr. Sudhir Dalal (DIN: 11163828), who was appointed as an Additional Director of the Company representing Punjab National Bank to hold office until this Annual General Meeting, whose appointment is recommended by the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, and in respect of whom the Company has received a nomination notice in writing from a member (representing Punjab National Bank) be and is hereby appointed as a Nominee Director on the Board of the Company liable to retire by rotation and subject to reconfirmation/ reappointment by the shareholders at every annual general meeting in terms of the Articles of Association of the Company."

**"RESOLVED FURTHER THAT** Mr. Motty John, Chief Legal Officer & Head - Board Affairs and Ms. Yagya Turker, Company Secretary & Compliance Officer, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution including filing of necessary forms with the Registrar of Companies and issuing certified copies of the resolutions."

All other contents of the original Notice dated June 05, 2025 shall remain unchanged.

This Addendum shall form an integral part of the Notice of the 24<sup>th</sup> Annual General Meeting.

By Order of the Board of Directors

For PNB MetLife India Insurance Company Limited,

**YAGYA** Digitally signed by  
**TURKER** YAGYA TURKER  
Date: 2025.06.24  
13:10:08 +05'30'

Yagya Turker

Company Secretary

M. No.: F11311

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Registered office address: Unit Nos. 701, 702 & 703, 7th Floor, West Wing, Raheja Towers, # 26/27, M. G. Road, Bengaluru - 560 001.  
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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

**Item No. 11: Appointment of Mr. Sudhir Dalal (DIN: 11163828) as a Non-Executive Nominee Director representing Punjab National Bank ("PNB")**

Pursuant to the nomination letter received from PNB, the Board of Directors has approved the appointment of Mr. Sudhir Dalal as a non-executive (nominee) director of PNB on the Board of the Company with effect from June 24, 2025.

Shri Sudhir Dalal is currently serving as General Manager, BA & RM at Punjab National Bank. He is having 27+ years of extensive experience in banking sector in diverse roles as Branch Head, Circle Head, and leading various vertical departments, including Human Resources and Retail Business Deposits Portfolio and Marketing in PNB. He also served as Nominee Director of South Bihar Gramin Bank for 3 years. With a strong understanding of retail financial market, product and services, and in-depth knowledge of banking regulations, policies, and procedures, he has demonstrated expertise in Banking Operations and Credit, giving a proven track record of significant business growth and revenue increase. Shri Dalal, holds an MBA degree from Savitribai Phule Pune University, and qualified in various professional Banking Courses incld. CAIIB. He is also certified in Advanced Management Programme (AMP) provided in 2 Modules from NIBM, Pune and Kent Business School, United Kingdom.

The Nomination and Remuneration Committee of the Board and the Board of Directors are of the opinion that Mr. Sudhir Dalal fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and that he is independent of the management. His appointment is accordingly recommended by the Nomination and Remuneration Committee and the Board, for approval of the shareholders. None of the Directors except him, Key Management Personnel, or their relatives, except Mr. Sudhir Dalal and his relatives, are in any way concerned or interested in this resolution. The details in terms of Secretarial Standard 2 are annexed herewith as Annexure 1. Further, Mr. Sudhir Dalal does not hold any shares in the Company. The members are requested to consider candidature of Mr. Sudhir Dalal and appoint him as a Non-executive director of the Company. Your Board and the Nomination and Remuneration Committee recommend Resolution at Item no 11.

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**Agenda Item no. 7 – Appointment of Mr. K R Kamath (DIN: 01715073) as an Independent Director of the Company**

In the last line of the second paragraph in the explanatory statement, the word 'is' be replaced with the word 'was'.

By Order of the Board of Directors

For PNB MetLife India Insurance Company Limited,

**YAGYA** Digitally signed by  
**TURKER** YAGYA TURKER  
Date: 2025.06.24  
13:11:45 +05'30'

Yagya Turker

Company Secretary

M. No.: F11311

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## Annexure – 1

Particulars	Sudhir Dalal
	<b>DIN: 11163828</b>
Age	51 years
Nationality	Indian
Educational Qualifications	MBA, CAIIB He is also certified in Advanced Management Programme (AMP) provided in 2 Modules from NIBM, Pune and Kent Business School, United Kingdom.
Professional Experience	27+ years of extensive experience in banking sector in diverse roles as Branch Head, Circle Head, and leading various vertical departments, including Human Resources and Retail Business, Deposits Portfolio and Marketing in Punjab National Bank.
Expertise	Branch Banking, Credit, Retail Business, Marketing, Deposits
Terms & Conditions of appointment	Shareholder representative on the Board, Non-executive Director Liable to retire by rotation
Details of remuneration	NA
Remuneration last drawn, if applicable	NA
Date of first appointment on the Board	June 24, 2025
Date of re-appointment	NA
Shareholding in the Company (%)	NIL
Relationship with other Directors, Manager and other KMPs	NIL
No. of meetings of the Board attended during the year#	NA
Details of directorship in other Companies	NIL
Membership/Chairmanship of Committees of other Boards	NIL